

KELLER BENVENUTTI KIM LLP
Tobias S. Keller (#151445)
(tkeller@kbbkllp.com)
Peter J. Benvenuti (#60566)
(pbenvenuti@kbbkllp.com)
Jane Kim (#298192)
(jkim@kbbkllp.com)
650 California Street, Suite 1900
San Francisco, CA 94108
Tel: 415 496 6723
Fax: 650 636 9251

Attorneys for Debtors and Reorganized Debtors

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case, No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**DECLARATION OF ROBB MCWILLIAMS
IN SUPPORT OF REORGANIZED
DEBTORS' FIFTY-FIFTH OMNIBUS
OBJECTION TO CLAIMS (DUPLICATIVE
CLAIMS)**

**Response Deadline:
January 26, 2021, 4:00 p.m. (PT)**

Hearing Information If Timely Response Made:

Date: February 9, 2021

Time: 10:00 a.m. (Pacific Time)

Place: (Telephonic Appearances Only)

United States Bankruptcy Court

Courtroom 17, 16th Floor

San Francisco, CA 94102

1 I, Robb C. McWilliams, pursuant to section 1746 of title 28 of the United States Code, hereby
2 declare under penalty of perjury that the following is true and correct to the best of my knowledge,
3 information, and belief:

4 1. I am a Managing Director at the firm of AlixPartners, LLP ("**AlixPartners**"), which is
5 an affiliate of both AlixPartners, LLC and AP Services, LLC, ("**APS**"). APS was previously retained to
6 provide interim management services to PG&E Corporation and Pacific Gas and Electric Company, as
7 debtors and reorganized debtors (collectively, the "**Debtors**," and as reorganized pursuant to the Plan,
8 the "**Reorganized Debtors**") in the above-captioned chapter 11 cases (the "**Chapter 11 Cases**"). I
9 submit this Declaration in support of the *Reorganized Debtors' Fifty-Fifth Omnibus Objection to Claims*
10 (*Duplicative Claims*) (the "**Omnibus Objection**"),¹ filed contemporaneously herewith.

11 2. In my current position, I am responsible for overseeing the Bankruptcy Case Management
12 component of AlixPartners' assignment to assist the Reorganized Debtors with various matters related
13 to these Chapter 11 Cases. My area of responsibility includes the effort by AlixPartners, in coordination
14 with the Reorganized Debtors, to review and assess the validity of all claims asserted against the Debtors,
15 other than (a) Fire Claims and Subrogation Wildfire Claims and (b) providing limited support with
16 respect to Securities Claims. I am generally familiar with the Reorganized Debtors' day-to-day
17 operations, financing arrangements, business affairs, and books and records. Except as otherwise
18 indicated herein, all facts set forth in this Declaration are based upon my personal knowledge, the
19 knowledge of other APS professionals working under and alongside me on this matter, my discussions
20 with the Reorganized Debtors' personnel, the Reorganized Debtors' various other advisors and counsel,
21 and my review of relevant documents and information prepared by the Reorganized Debtors. If called
22 upon to testify, I would testify competently to the facts set forth in this Declaration. I am authorized to
23 submit this declaration on behalf of the Reorganized Debtors.

24 3. The AlixPartners team under my supervision has been actively and intimately involved
25 in the claims review and reconciliation process since shortly after the filing of these Chapter 11 Cases.
26 AlixPartners initially assisted the Debtors in the preparation of their bankruptcy schedules based on the

27 _____
28 ¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in
the Omnibus Objection.

1 Debtors' books and records. As claims were filed, AlixPartners coordinated with the Debtors the process
2 of reconciling filed claims with the Debtors' schedules and books and records to determine the validity
3 of filed claims based on those schedules and books and records. AlixPartners has developed and
4 maintains a claims reconciliation database and various data management applications that are used by
5 the Reorganized Debtors and AlixPartners to identify both valid claims as well as claims that are not
6 valid in whole or in part and the appropriate grounds for objection to such claims. AlixPartners is now
7 supporting, and will continue to support, the efforts of the Reorganized Debtors and their counsel to
8 resolve disputed claims, including by formal objections as necessary.

9 4. As part of the claims review and reconciliation process described above, the AlixPartners
10 team, working with the Reorganized Debtors' personnel and other professionals, has identified a number
11 of filed Proofs of Claim for which the Reorganized Debtors are not liable. If not disallowed, these Proofs
12 of Claim potentially could allow the applicable claimants to receive recoveries to which they are not
13 entitled.

14 5. The Omnibus Objection is directed to some of those Proofs of Claim—those specifically
15 identified in **Exhibit 1** to the Omnibus Objection, in the column headed "Claims To Be Disallowed and
16 Expunged," and referred to in the Omnibus Objection as "Duplicative Claims." **Exhibit 1** to the
17 Omnibus Objection was prepared by the AlixPartners team under my overall supervision, and I am
18 familiar with both documents, their contents, and the process under which they were prepared.

19 6. The Duplicative Claims have been identified as duplicates of other claims that are not
20 being objected to—the Surviving Claims, identified as such in the column bearing the heading
21 "Surviving Claims" on **Exhibit 1**. The duplication arises because the Duplicative Claim and the
22 Surviving Claim are (1) identical (both were filed against the same Debtor on account of the same
23 obligation for the same amount and priority); (2) substantively identical (both were filed against the same
24 Debtor on account of the same obligation for the same amount but assert a different priority); or (3)
25 partially identical (the asserted amount of one Claim is subsumed within a larger claim). In all cases,
26 the later-filed identical claim does not express an intention to amend the earlier filed claim. The
27 Surviving Claim, which may have been filed earlier or later than the other identical claim(s), has been
28 designated as such for the administrative convenience of the Reorganized Debtors. In cases where the

1 Duplicative Claims assert different priorities, the Reorganized Debtors seek to disallow and expunge
2 unsecured claims and leave the asserted priority claims as Surviving Claims.

3 7. The Omnibus Objection does not affect any of the Surviving Claims. There is a single
4 Surviving Claim for each underlying claim asserted against the Debtors by a Duplicative Claim that is
5 the subject of the Omnibus Objection.² If the Omnibus Objection is sustained and the Duplicative Claims
6 are disallowed, the Surviving Claims will remain as active claims on the claims register.

7 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and
8 correct to the best of my knowledge, information, and belief. Executed this twenty-third day of
9 December, 2020, in Dallas, Texas.

10 /s/ Robb McWilliams
11 Robb McWilliams
12
13
14
15
16
17
18
19
20
21
22
23
24
25

26 ² In some instances the same Surviving Claim appears in multiple entries in the “Surviving Claims”
27 column on **Exhibit 1**. The multiple entries mean that there were multiple Duplicative Claims filed with
28 respect to the same underlying obligation, and the identified Surviving Claim listed in multiple entries
is the sole remaining Proof of Claim for all of the corresponding Duplicative Claims listed in the “Claims
To Be Disallowed and Expunged” column.